

(Translation)

Minutes of the Extraordinary General Meeting of Shareholders No.1/2023

B-52 Capital Public Company Limited

The Extraordinary Annual General Meeting of Shareholders No.1/2023 by means of electronic media (E-Meeting) by broadcasting at the main meeting room of B-52 Capital Public Company Limited, President Tower, 7th floor, No. 973. Ploenchit Road, Lumpini Subdistrict, Pathum Wan District, Bangkok 10330 on June 28, 2023.

Before the meeting Ms. Suchintra Moonsri, who acted as the meeting moderator of the meeting ("The Moderator") clarified that due to the epidemic situation of the Coronavirus Disease 2019 (COVID-19), the Company is aware of and concerned about the health and safety of the shareholders including those who participated in the meeting The Company therefore organized the Extraordinary Annual General Meeting of Shareholders No.1/2023 by means of electronic media (E-Meeting) which was broadcasted at the main meeting room of B-52 Capital Public Company Limited, President Building. Tower, 7th Floor, 973 Ploenchit Road, Lumpini Subdistrict, Pathumwan District, Bangkok 10330

The shareholders and proxies attended the meeting as follows:

1 shareholder who came in person, totaling 4,800 shares

29 shareholders by proxy, totaling 543,855,261 shares

Total of 30 shareholders, total number of shares 543,860,061 shares

Representing 73.7590 percent of the total number of shares sold 737,347,389 shares which constitute a quorum

The meeting started at 10:01 a.m.

When a quorum has been reached by the shareholders the meeting moderator informed the meeting that at 10:01 a.m., there were 30 shareholders and proxies attending the meeting, including the total number of shares. 543,860,061 shares, representing 73.7590 percent of the issued and paid-up shares According to the Company's Articles of Association, Article 35 states that "In the shareholders' meeting There must be a number of shareholders and proxies (if any) attending the meeting of not less than twenty-five (25) persons or not less

than half of the total number of shareholders and must hold shares in aggregate not less than one-third (1/3) of the total number of shares sold therefore a quorum shall be constituted.”

The company has determined the names of shareholders who have rights in the Extraordinary Annual General Meeting of Shareholders No.1/2023 on June 1, 2023, with a total of 4,504 shareholders, totaling 737,347,389 shares.

With Mr. Suthep Pongphithak, Chairman of the Board of Directors (“Chairman”), acting as the Chairman of the Meeting. Opened the Extraordinary Annual General Meeting of Shareholders No.1/2023 and assigned Ms. Suchintra Moonsri to act as the meeting moderator of the meeting. (“Meeting Moderator”)

The meeting moderator introduced the directors and executives as follows:

There were 7 directors attending the meeting.

1. Mr. Suthep Pongphithak as Chairman of the Board of Directors Independent Director and Chairman of the Audit Committee
2. Mr. Nimit Wongchariyakul is a director and chairman of the Executive Committee.
3. Ms. Narawadee Worawanitcha is a Director / Executive Director.and Chief Executive Officer
4. Mr. Chumnun Kunnarat Director / Independent Director and Audit Committee
5. Ms. Araya Putthipongthron, Director / Independent Director and Audit Committee
6. Mr. Chavaphas Ongmahathamongkol is a Director / Executive Director and Chief Investment Officer
7. Mrs. Apinya Busaratrakul as Director / Executive Director

Executives attending the meeting

1. Ms. Oytip Cholthichanun is the Chief Financial Officer.
2. Mr. Somchai Wutthisat is the Legal Director and Company Secretary.

Legal advisor from Araya & Partners Co., Ltd.

1. Mr. Paramet Choklumlert Legal advisor

Representative of independent financial advisor from Avantgarde Capital Co., Ltd.

1. Ms. Benjawan Tanti Chamnankul Independent Financial Advisor

In addition, the Company has hired and assigned OJ International Co., Ltd., a service provider of meeting control systems that have assessed the conformity of the system with the Electronic Transactions Development Agency in charge of organizing meetings meeting registration check registration collecting and counting the voting results in this meeting of shareholders as well

The meeting moderator informed the meeting that Compliance with the Company's good corporate governance policy regarding fair and equitable treatment of shareholders' rights In organizing this Meeting of Shareholders an opportunity for shareholders unable to attend the meeting to appoint independent directors as proxy on behalf of shareholders which has brief information as informed in the invitation to the shareholders' meeting according to the attachment No. 7

The meeting moderator reported to the meeting that the method of presenting the attendees via electronic media (E-Meeting) is in accordance with the instructions for the proxy assignment registration process presentation of documents at the meeting and voting via electronic media (E-Meeting) which has already been sent together with the meeting invitation letter.

Vote method

1. Every shareholder will have votes equal to the number of shares held by 1 share per 1 vote.
2. For the convenience of vote counting if no shareholder presses the disapproval or abstention button and confirms it within the specified time it shall be deemed that the meeting has approved as proposed by the Company.

For shareholders who disagree or abstain and when the voting button has been pressed Please press the Confirm Vote button one more time. In order for the company to continue recording the votes into the system, the shareholders must press the voting button and confirm the vote within the specified period and when the deadline for voting and voting has been confirmed the staff of OJ International Co., Ltd. will shut down the voting system for that agenda.
3. In consolidating the votes, the Company will deduct the disapproved and abstained votes from the total votes of the shareholders who attended the meeting and the remainder will be deemed to be approved votes.
4. Shareholders who appoint proxies by specifying their opinions or exercising their voting rights in advance The Company will count the votes according to the shareholder's proxy in all respects.
5. The meeting moderator will ask in every agenda whether any shareholder will vote against or abstain or not.

When the meeting moderator has already explained the voting method Therefore, the meeting was conducted according to the agenda as shown in the invitation letter as follows:

Agenda 1 To consider and certify the minutes of the Annual General Meeting of Shareholders Year 2023, convened on April 20, 2023.

The Chairman asked the meeting moderator to explain the details to the meeting.

The meeting moderator reported to the meeting that The Company has prepared the minutes of the Annual General Meeting of Shareholders Year 2023 held on April 20, 2023 and sent a copy of the minutes to the Stock Exchange of Thailand and the Ministry of Commerce within the period specified by law. The Board

considered that the minutes of the meeting were recorded correctly and considered appropriate to propose to this shareholders' meeting To certify the minutes of the Annual General Meeting of Shareholders Year 2023, details are shown in the copy of the minutes of the meeting. According to Enclosure No. 1 which has been sent to the shareholders together with the invitation letter for this meeting.

The meeting moderator asked the meeting if any shareholders had any questions.

As there were no further questions, the Chairman asked the shareholders to vote.

The resolution in this agenda must be approved by the shareholders' meeting with a majority vote of the votes of the shareholders attending the meeting and casting their votes.

There is an additional number of shareholders in this agenda, totaling - person, totaling - shares.

A total of 30 shareholders attended the meeting, totaling 543,860,061 shares.

Resolution	Votes	Percentage of the total votes of the shareholders attended at the meeting and casting their votes.
Agreed	543,860,061	100.00
Disagreed	0	0.00
Total	543,860,061	100.00
Abstained	0	-
Void Ballot	0	-

The meeting resolution : The meeting resolved to certify the minutes of the Annual General Meeting of Shareholders Year 2023 held on April 20, 2023 as proposed in all respects with a unanimous vote

Agenda 2 To consider and approve the transaction of disposition of assets of the Company Including the transfer of 234,260 shares, representing 90.1% in Than Jaidee Money Service Co., Ltd., to Mr. Chirawut Kuwanan, a major shareholder of the Company which is a connected transaction of the Company

The Chairman asked the meeting moderator to explain the details to the meeting.

The meeting operator the report was proposed to the shareholders' meeting to consider and approve the disposition of the Company's assets to Mr. Chirawut Kuwanan, a major shareholder of the Company. Which is a connected transaction of the Company The details are as follows.

Assets disposed of the Company

The sale of 234,260 ordinary shares of Than Jaidee Money Service Co., Ltd. (“TJDM”) at a par value of 100 baht per share, representing 90.1 percent of the total shares of such company, to Mr. Jirawut Kuvananat at a total price of 30,000,000 baht (thirty million baht), therefore equivalent to the purchase price per share of 128.06 baht per share (hereinafter referred to as the “Transaction”).

The disposition of TJDM's ordinary shares is considered a disposition of assets of a listed company. According to the Notification of the Capital Market Supervisory Board No. TorJor.20/2551 Re: Rules for making significant transactions that fall into the category of acquisition or disposal of assets dated August 31, 2008 and its amendments. And the announcement of the Board of Governors of the Stock Exchange of Thailand B.E.2547 dated October 29, 2004 and its amendments. *Maximum transaction size Calculate the transaction size based on the total value of consideration criteria equal to 10.87 percent of the total assets of the listed company during the period of 6 months prior to entering into such transaction The company has not made any asset disposition transaction.

However, such transactions considered as a connected transaction According to the Notification of the Capital Market Supervisory Board No. Tor Jor. 21/2551 Regarding the rules for making connected transactions and the announcement of the Board of Governors of the Stock Exchange of Thailand 2546 (as amended) (“Connected Transaction Notification”), type of transaction relating to assets or services.

(Consolidated financial statements) of the company ended March 31, 2023. It appears that the company The value of net tangible assets (NTA) is 121,333,803 baht. Therefore, the amount of 3% of NTA is equal to 3.64 million baht. Therefore, the value of the transaction is 25.22% of NTA, which is considered a connected transaction. with a large transaction size, with a transaction size of more than 20 million baht and more than 3% of the NTA, requiring the company to prepare a report and notify the SET and seek approval from the shareholders by appointing an independent financial advisor to express opinions to the shareholders as follows:

- (1) Prepare a report and disclose information on the transaction of the Company to the Stock Exchange of Thailand. According to the connected transaction announcement The details appear as follows.
Enclosure 2. (Memorandum of Information on the Connected Transaction of B-52 Capital Public Company Limited (the Company) regarding the Asset Disposition Transaction (ordinary shares in a subsidiary) to Mr. Chirawut Kuwanan who is a connected person of the Company)
- (2) Organize the Company's shareholders' meeting to consider and approve the said transaction The notice of the shareholders' meeting was sent at least 14 days in advance of the meeting date. to get approval from the shareholders' meeting of the Company with a vote of not less than three-fourths of the total number of votes of shareholders attending the meeting and having the right to vote. Excluding shareholders who have interests as the basis for counting votes.
- (3) Appoint an independent financial advisor (IFA) to perform the relevant duties including giving opinions on the transaction including submitting such opinions to the Office of the Securities and Exchange Commission SET In this regard, the Company has appointed a financial advisor approved by the

Securities and Exchange Commission, Avantgarde Capital Company Limited, to act as an independent financial advisor (IFA.) to provide an opinion on the said transaction to the shareholders. The opinion of the independent financial advisor on the transaction appears in Enclosure 3. (Financial Advisor's Opinion Report Independent (IFA Report))

Incidentally, after the Board of Directors' Meeting No. 3/2023 held on May 162023 resolved to approve the transaction. The Company entered into a memorandum of agreement regarding the purchase and sale of ordinary shares of Than Jaidee Money Service Co., Ltd., whereby the Company will enter into the transaction. After obtaining approval from the shareholders' meeting of the Company The company It is expected that the transaction It will be completed by the end of June 2023.

Details of the transaction appear in Enclosure 2. (Information Information on the Connected Transaction of B-52 Capital Public Company Limited (the Company) regarding the Asset Disposition Transaction. (Ordinary shares in a subsidiary) to Mr. Chirawut Kuwanan who is a connected person of the Company)

And proposed to the shareholders' meeting to approve the assignment of the Executive Board and/or any person designated by the Executive Board to (a) negotiate the terms and conditions of the TJDM Share Sale and Purchase Agreement; (b) determine and/or amend any additional details relating to the Transaction; (c) sign the Contracts, Memorandums of Agreement and Documents Related to the Transaction which includes but is not limited to the ordinary shares purchase agreement; This includes contacting and submitting applications for approval of such documents and evidence to government agencies. and/or any regulatory authorities; and (e) take any other necessary actions in relation to the Transaction.

In this regard, the moderator explained the resolution on this agenda to the meeting that A resolution on this agenda must be approved by the shareholders' meeting with a vote of not less than three-fourths (3/4) of the total number of votes of shareholders attending the meeting and having the right to vote. Abstaining votes will be counted as the vote counting base. Shareholders who have special interests in this agenda will not be counted as the vote counting base.

In addition, the shareholders who have special interests in this agenda are Mr. Chirawut Kuwanant and the shareholders who are relatives of Mr. Jirawut Kuwanan are the following persons:

Name	Number of shares in the company (shares) *	Ratio of share (%)
1. Mr. Jirawut Kuwanan	365,248,076	49.54
2.Ms. Naliwan Kuwanan	15,908,858	2.16
3.Mr. Navawit Kuwanan	8,059,065	1.09
4.Ms. Nunthikorn Kuwanan	2,725,210	0.37

5.Mr. Aron Ainy Kuwanan	75,000	0.01
Total	392,016,209	53.17

Remark * Information as of June 1, 2023, which is the record date for determining the names of shareholders who are entitled to attend the Extraordinary General Meeting of Shareholders No.1/2023 (Record Date).

The meeting moderator asked the meeting if any shareholders had any questions.

As there were no further questions, the Chairman asked the shareholders to vote.

There is an additional number of shareholders in this agenda, totaling - person, totaling - shares.

A total of 30 shareholders attended the meeting, totaling 543,860,061 shares.

Resolution	Votes	Percentage of the total votes of the shareholders attended at the meeting and casting their votes.
Agreed	151,843,352	99.9997
Disagreed	0	0.0000
Abstained	500	0.0003
Void Ballot	0	0.0000
Total	151,843,852	100.00

The meeting resolution : The meeting resolved to approve the transaction of disposition of the Company's assets. Including the transfer of 234,260 shares, representing 90.1%, in Than Jaidee Money Service Co., Ltd. to Mr. Chirawut Kuwanan, a major shareholder of the Company. Which is a connected transaction of the Company as proposed in all respects with a vote of not less than three-fourths of the total number of votes of the shareholders attending the meeting and have the right to vote.

Agenda 3 Consider approving the capital increase registration of a subsidiary (Than Jaidee Money Service Co., Ltd.)

The Chairman asked the meeting moderator to explain the details to the meeting.

The meeting moderator reported to the meeting that According to the Board of Directors' Meeting No. 3/2023 on the 16 May 2023 of B-52 Capital Public Company Limited ("Company") resolved to call the Extraordinary General Meeting of Shareholders No.1/2023 on Wednesday, June 28, 2023 at 10:00 a.m., with the topic of the agenda regarding the disposition of the transaction which the Company's assets Including the

transfer of 90.1% of shares in Than Jaidee Money Service Co., Ltd. (“TJDM”) to Mr. Chirawut Kuwanan, a major shareholder of the Company which is a connected transaction of the Company (which will be a business sale transaction in the said company after such company has already increased its registered capital in the amount of 21,000,000 baht which as of May 16, 2023, TJDM has registered capital and paid-up capital of 5,000,000 baht consisting of shares 50,000 ordinary shares with a par value of 100 baht per share. On May 15, 2023, TJDM has determined that shareholder meeting to consider approving an increase in registered capital and paid-up capital in the amount of 21,000,000 baht is the new registered and paid-up capital of 26,000,000 baht. The number of shares to be transferred is 234,260 shares.

Subsequently, on May 25, 2023, TJDM has registered an increase in registered capital and paid-up capital. Then another 21,000,000 baht is the registered capital and the new paid-up capital is 26,000,000 baht per registrar. Limited Partnership Department of Business Development Ministry of Commerce is completed and the company has prepared and notified Information Memorandum on the Company's Asset Disposal Transaction together with information on registration of capital increase to the registrar Department of Business Development has been completed to the Stock Exchange of Thailand and the Office of the SEC for consideration in the following steps.

In the next order, the company therefore received advice from the staff of the Office of the SEC that the Company TJDM's capital increase and paid-up capital should be presented to the Extraordinary General Meeting of Shareholders No. 1/2023 of The Company, which will be held on June 28, 2023, has also considered on this occasion.

The meeting moderator asked the meeting if any shareholders had any questions.

As there were no further questions, the Chairman asked the shareholders to vote.

The resolution in this agenda must be approved by the shareholders' meeting with a majority vote of the votes of the shareholders attending the meeting and vote in accordance with Section 107(1) of the Public Limited Companies Act B.E. 2535

There is an additional number of shareholders in this agenda, totaling - person, totaling - shares.

A total of 30 shareholders attended the meeting, totaling 543,860,061 shares.

Resolution	Votes	Percentage of the total votes of the shareholders attended at the meeting and casting their votes.
Agreed	543,859,561	100.00
Disagreed	0	0.00

Total	543,859,561	100.00
Abstained	500	-
Void Ballot	0	-

The meeting resolution : The meeting resolved to approve the capital increase registration of a subsidiary (Than Jaidee Money Service Co., Ltd.) with a unanimous vote

Agenda 4 Consider other matters (if any).

As there were no other questions, the Chairman thanked all shareholders and directors attending the meeting and closed the meeting

The meeting was adjourned at 10.40 a.m.

- Signature -

(Mr. Suthep Pongpitak)

Chairman of the meeting

- Signature -

(Mr. Somchai Wuthisat)

Legal Director and Company Secretary / Meeting Recorder